MARVEL
524 .com
THE AMAZING
SPIDER-MAN
STRACZYNSKI
DEODATO JR
PIMENTEL
HARRIS
WWW.MARVEL.COM
(c) 2009 Marvel Characters, Inc. All rights reserved.

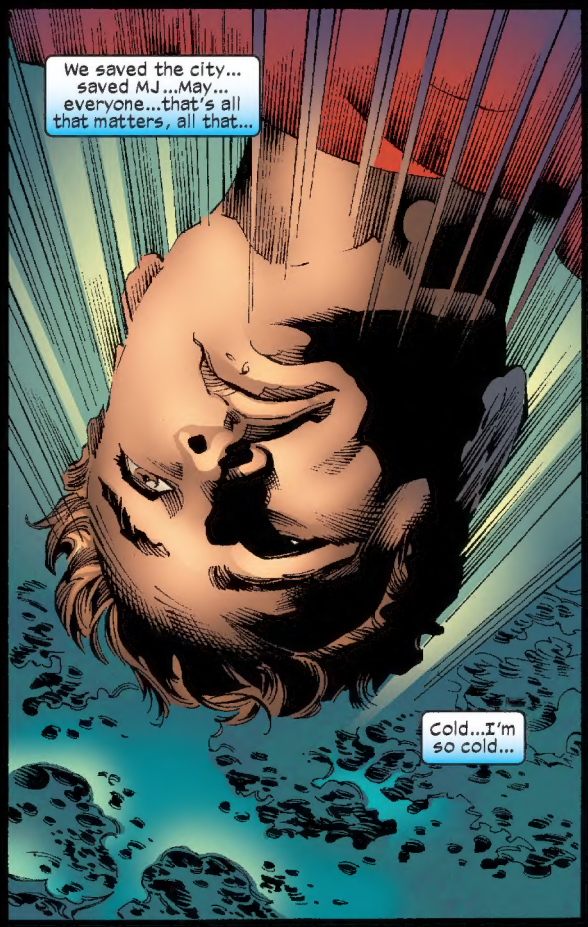
All Fall Down

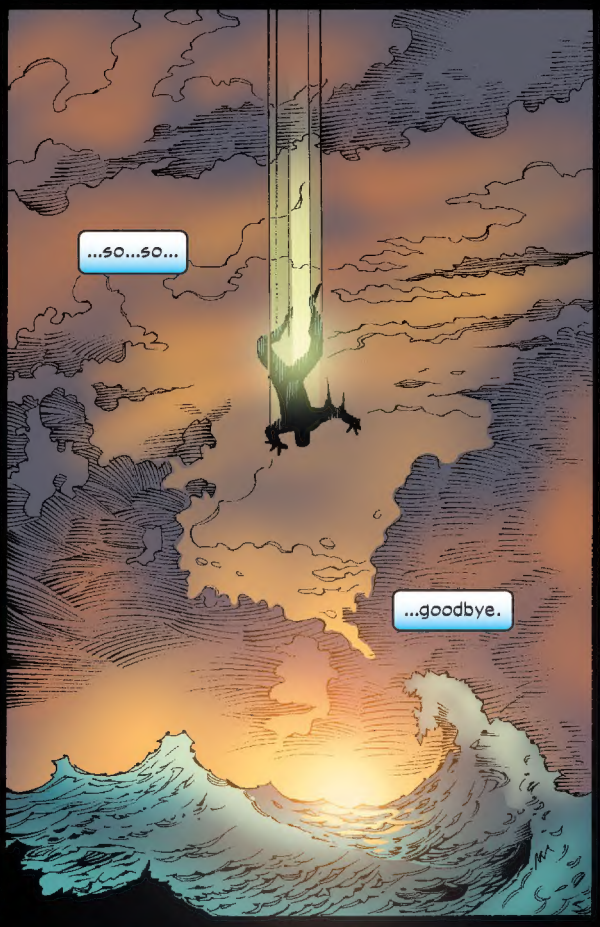
J. MICHAEL STRACZYNSKI	MIKE DEODATO	JOE PIMENTEL	MATT MILLA	VC'S CORY PETIT	WARREN SIMONS	AXEL ALONSO	JOE QUESADA	DAN BUCKLEY
WRITER	PENCILS	INKER	COLORIST	LETTERER	ASSOC. EDITOR	EDITOR	EDITOR IN CHIEF	PUBLISHER

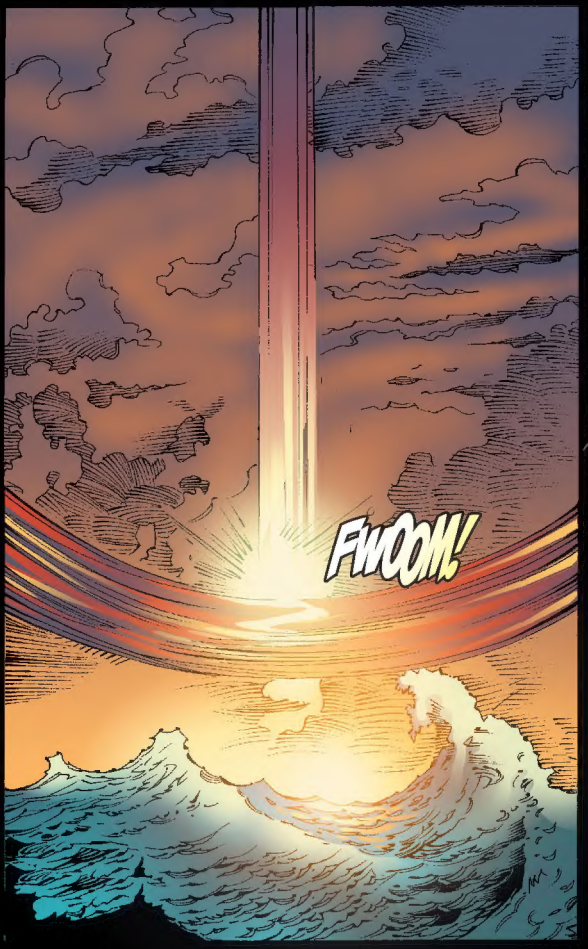
Amazing Spider-Man (ISSN #0274-5232) **No. 524, November, 2005.** Published Monthly by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. **PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.**

© 2005 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.
$2.50 per copy in the U.S. and $3.50 in Canada (GST #R127032852) in the direct market and $2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) through the newsstand; Canadian Agreement #40668537. **Printed in the USA.** Subscription rate (U.S. dollars) for 12 issues: U.S. $27.00; Canada $37.00; Foreign $39.00. **POSTMASTER: SEND ALL ADDRESS CHANGES TO Amazing Spider-Man, C/O MARVEL SUBSCRIPTION DEPT. P.O. BOX 30520 SALT LAKE CITY, UT 84130-0520. TELEPHONE # (800) 217-9158. FAX # (801) 208-0877. subscriptions@marvelsubs.com.** AVI ARAD, Chief Creative Officer; ALAN FINE, President & CEO Of Toy Biz and Marvel Publishing; DAVID BOGART, VP Of Editorial Operations; DAN CARR, Director of Production; ELAINE CALLENDER, Director of Manufacturing; JUSTIN GABRIE, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmaimone@marvel.com or 212-576-8534. For Marvel subscription inquiries, please call 800-217-9158.

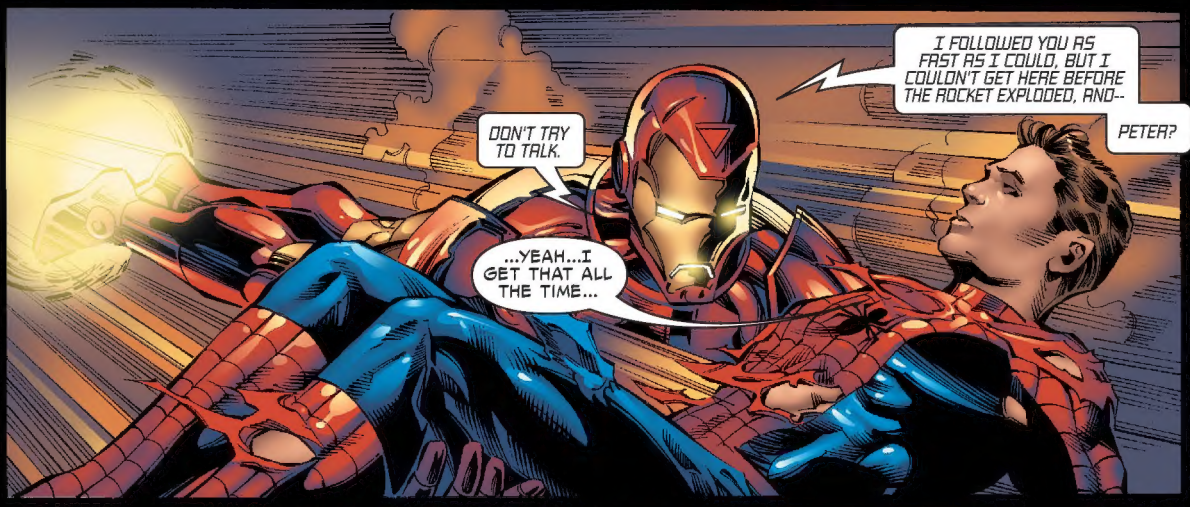
(c) 2009 Marvel Characters, Inc. All rights reserved.

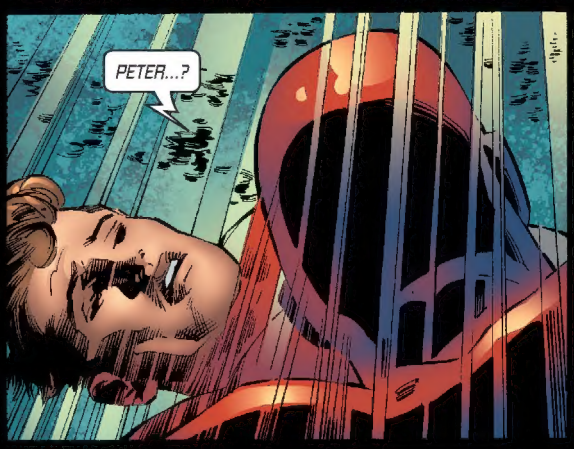

We saved the city... saved MJ...May... everyone...that's all that matters, all that...
Cold...I'm so cold...

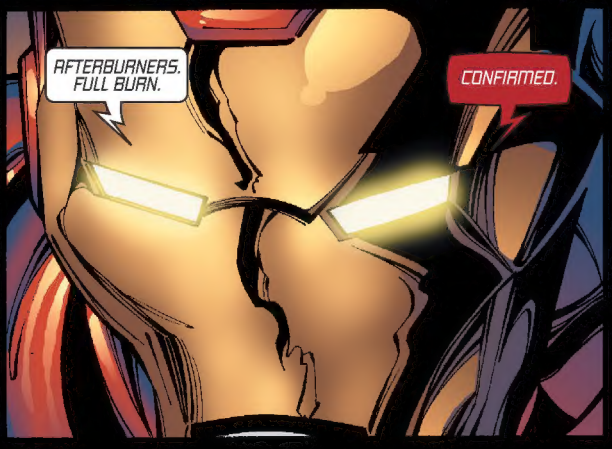

...so...so...
...goodbye.

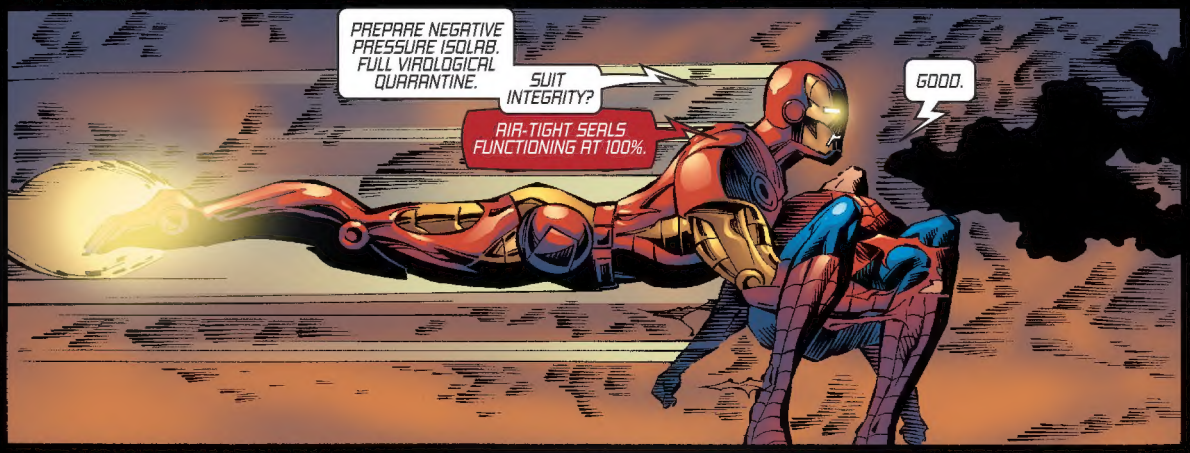

FWOOM!

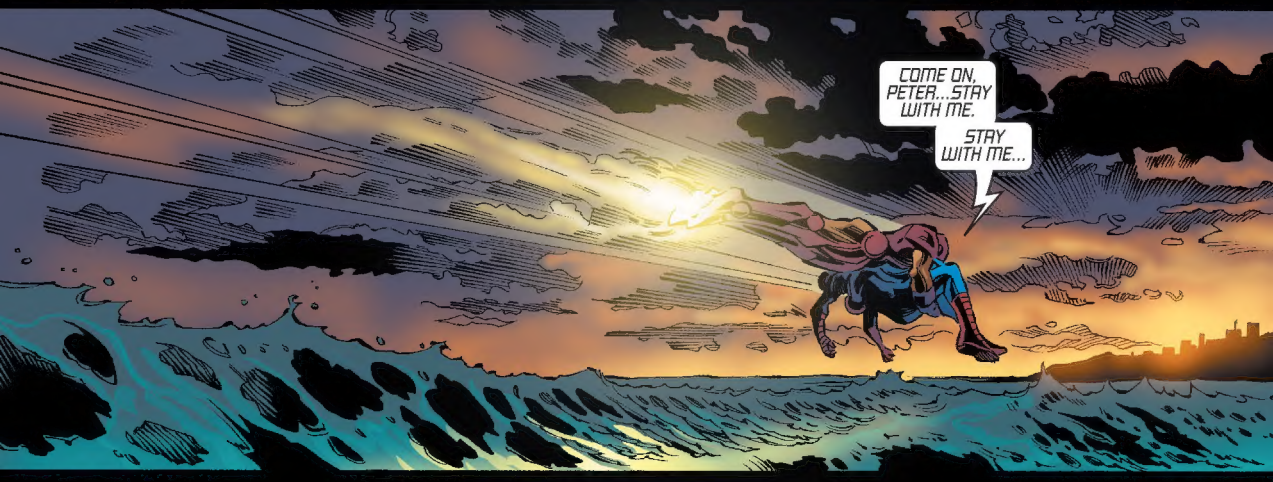
...HEY, BOSS...


I FOLLOWED YOU AS FAST AS I COULD, BUT I COULDN'T GET HERE BEFORE THE ROCKET EXPLODED, AND--
PETER?
DON'T TRY TO TALK.
...YEAH...I GET THAT ALL THE TIME...


PETER...?


AFTERBURNERS. FULL BURN.
CONFIRMED.


PREPARE NEGATIVE PRESSURE ISOLAB. FULL VIROLOGICAL QUARANTINE.
SUIT INTEGRITY?
AIR-TIGHT SEALS FUNCTIONING AT 100%.
GOOD.

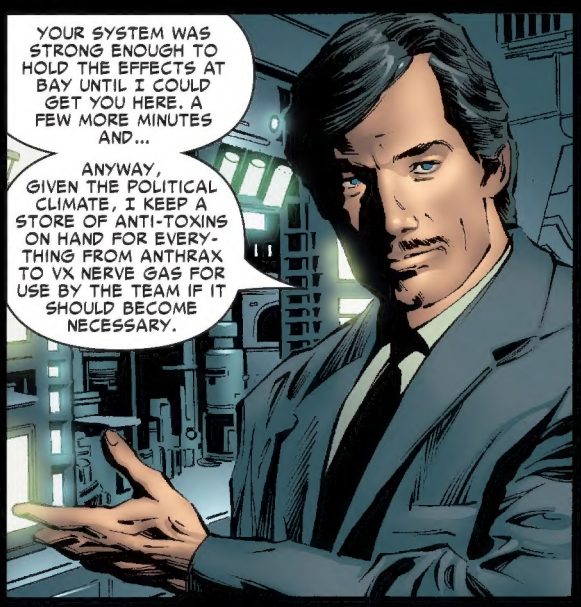

COME ON, PETER...STAY WITH ME.
STAY WITH ME...

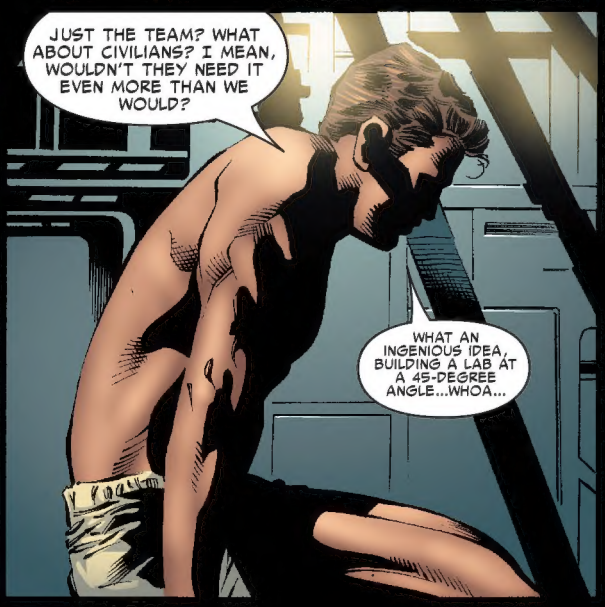
...STAY WITH ME.

...MMMMPFH...
...BRIGHT...
WELL, WELL.
GOOD MORNING.

...MORNING...?
ACTUALLY, IT'S TWO DAYS SINCE I BROUGHT YOU IN.
SO I'M NOT DEAD?
YOU'RE NOT DEAD.

BECAUSE OTHERWISE...I HAVE TO TELL YOU...THE AFTERLIFE DECOR *REALLY* NEEDS WORK.
SO WHAT HAPPENED?
I WAS ABLE TO CATCH YOU BEFORE YOU COULD HIT THE OCEAN AT TERMINAL VELOCITY...BUT NOT BEFORE YOU HAD BEEN EXPOSED TO SOME OF THE TOXINS IN THE WARHEAD.

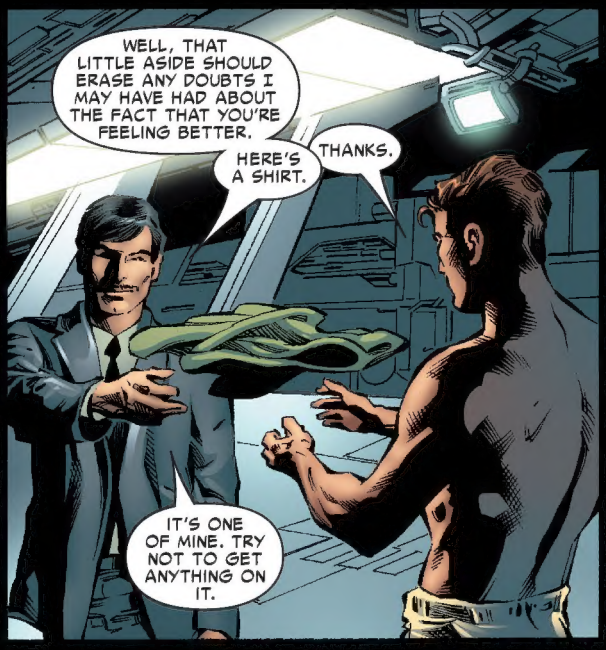

YOUR SYSTEM WAS STRONG ENOUGH TO HOLD THE EFFECTS AT BAY UNTIL I COULD GET YOU HERE. A FEW MORE MINUTES AND...
ANYWAY, GIVEN THE POLITICAL CLIMATE, I KEEP A STORE OF ANTI-TOXINS ON HAND FOR EVERY-THING FROM ANTHRAX TO VX NERVE GAS FOR USE BY THE TEAM IF IT SHOULD BECOME NECESSARY.

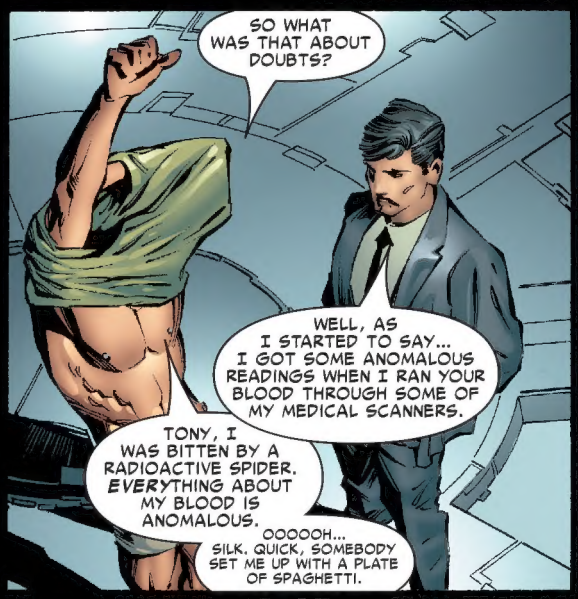

JUST THE TEAM? WHAT ABOUT CIVILIANS? I MEAN, WOULDN'T THEY NEED IT EVEN MORE THAN WE WOULD?
WHAT AN INGENIOUS IDEA, BUILDING A LAB AT A 45-DEGREE ANGLE...WHOA...

WHAT DO THEY TELL YOU ON AIRPLANES WHEN THE OXYGEN MASKS COME DOWN?
"MAKE SURE YOUR OWN MASK IS SECURELY IN PLACE BEFORE ATTEMPTING TO ASSIST OTHER PEOPLE."
THE LOGIC OF THE RIGHT CHOICE IS COLD AND HARD MORE OFTEN THAN IT IS WARM AND FUZZY, PETER.
YOU KNOW, I'D HAVE A REALLY GOOD EXCUSE TO GET BACK INTO BED IF YOU WERE TO SAY, "NO, PETER, YOU'RE STILL WEAK, YOU REALLY SHOULDN'T TRY TO STAND."
WOULD YOU LISTEN?
NEVER HAVE BEFORE.
THEN THERE YOU ARE.
HEY, TONY?
YES?
I'M NOT DEAD.
I KNOW.
I'M NOT DEAD...I'M NOT DEAD...I'M NOT DEAD.
NO. YOU'RE NOT. STILL, THERE ARE SOME... ANOMALOUS THINGS I NOTICED. IT MAY BE NOTHING, BUT--
WHAT ABOUT MJ? IS SHE OKAY? DOES SHE KNOW I'M ALL RIGHT?
YES...I'VE KEPT HER INFORMED AT EVERY STEP.
IS SHE HERE?
NO...THERE ARE SOME AREAS OF THE TOWER THAT I HAVE TO KEEP PRIVATE.
THE BEST WAY TO GUARANTEE THE SAFETY OF ANYONE WHO MIGHT WANDER IN... IS TO ENSURE THEY DON'T KNOW WHERE THIS PLACE IS IN THE FIRST PLACE.

WHAT'RE YOU--
LIGHTS.
UUUUR RRRR
...OH.
WOW...

I REMEMBER SEEING PICTURES OF SOME OF THESE WHEN I WAS JUST A KID. I GREW *UP* WITH--
AHEM...?
I MEAN... WHY...I SAW THIS NOT LONG AGO AT *ALL*...I KNOW BECAUSE I WAS ALREADY ALL FULLY GROWN AND MANLY...SO IT COULDN'T HAVE BEEN MORE THAN A COUPLE OF YEARS, *TOPS*. YEP. THAT'S WHEN I SAW IT.
ON A BLACK-AND-WHITE NEWSREEL.


WELL, THAT LITTLE ASIDE SHOULD ERASE ANY DOUBTS I MAY HAVE HAD ABOUT THE FACT THAT YOU'RE FEELING BETTER.
HERE'S A SHIRT.
THANKS.
IT'S ONE OF MINE. TRY NOT TO GET ANYTHING ON IT.


SO WHAT WAS THAT ABOUT DOUBTS?
WELL, AS I STARTED TO SAY... I GOT SOME ANOMALOUS READINGS WHEN I RAN YOUR BLOOD THROUGH SOME OF MY MEDICAL SCANNERS.
TONY, I WAS BITTEN BY A RADIOACTIVE SPIDER. *EVERY*THING ABOUT MY BLOOD IS ANOMALOUS.
OOOOOH... SILK. QUICK, SOMEBODY SET ME UP WITH A PLATE OF SPAGHETTI.

WHILE YOU WERE UNCONSCIOUS, YOUR WHITE BLOOD CELL COUNT WAS ALL OVER THE MAP, YOUR NERVOUS SYSTEM WAS FIRING RANDOMLY, AND YOU WERE GETTING ADRENALINE SURGES EVEN WHEN YOU WEREN'T DOING ANYTHING.
NOW, EVEN THOUGH I KNOW HOW TO HANDLE THE ANTI-TOXIN SERUMS, I'M NOT A DOCTOR--
--BUT YOU PLAY ONE ON TV--

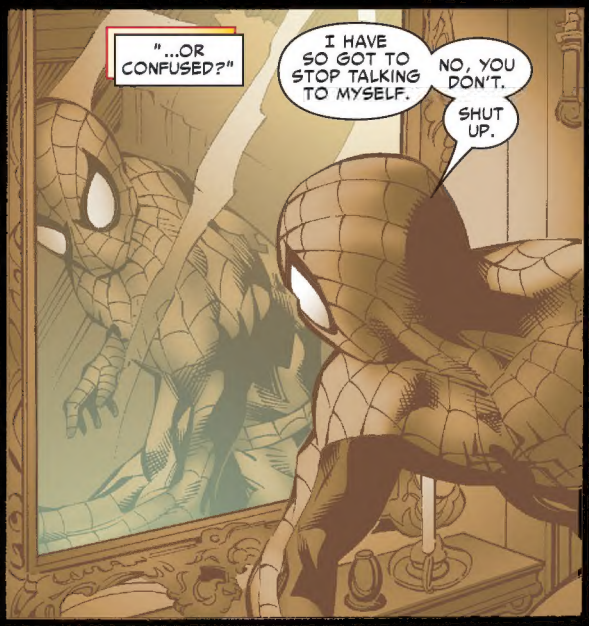
--*BUT* IF YOU HADN'T COME OUT IF IT BY TONIGHT, I WAS GOING TO BRING IN SOMEONE FROM THE OUTSIDE. THERE ARE A FEW DOCTORS I CAN TRUST TO--
YEAH, BUT I'M OKAY, RIGHT? I MEAN, I'M UP AND AWAKE, HAPPY AND SNAPPY, BRIGHT-EYED AND BUSHY-TAILED--
--OR WAS THAT THE SCORPION? HE HAD A BIG TAIL... OR MAYBE HE WAS JUST HAPPY TO SEE ME...

WELL, YOU'RE CERTAINLY AS ANNOYING AS EVER--
THAT'S WHAT I'M TRYING TO--*HEY!*
--SO THE READINGS I PICKED UP COULD HAVE BEEN THE RESULT OF YOUR RATHER UNCONVENTIONAL BIOLOGY FIGHTING THE TOXINS...PROVIDED THAT THERE WERE NO SYMPTOMS THAT *PREDATED* YOUR EXPOSURE TO THE TOXINS.

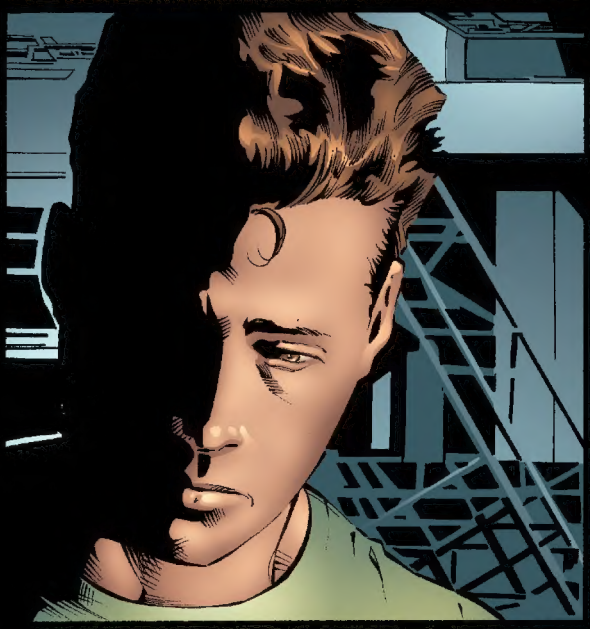
WHAT KIND OF SYMPTOMS?
ANYTHING... UNUSUAL.
UNUSUAL HOW? LIKE...GROWING-SIX-ARMS UNUSUAL? BECAUSE I'VE GOT ONE HECK OF A STORY FOR YOU ABOUT--
I'M TALKING ABOUT ANYTHING THAT MIGHT POINT TO THE POSSIBILITY THAT SOMETHING IS PUTTING AN UNUSUAL STRAIN ON YOUR SYSTEM.
BLACKOUTS, FOR INSTANCE.
"LOSING CONSCIOUSNESS OR GRAYING OUT FROM WHAT WOULD NOT NORMALLY BE UNDUE PHYSICAL STRESS--
"--OR EXTREME EMOTIONAL STRESS?
HAVE YOU FOUND YOURSELF BLACKING OUT LATELY?

"HAVE YOU SUDDENLY FOUND YOURSELF DIZZY OR DISORIENTED?

"CLUMSY...


"...OR CONFUSED?"
I HAVE SO GOT TO STOP TALKING TO MYSELF.
NO, YOU DON'T.
SHUT UP.

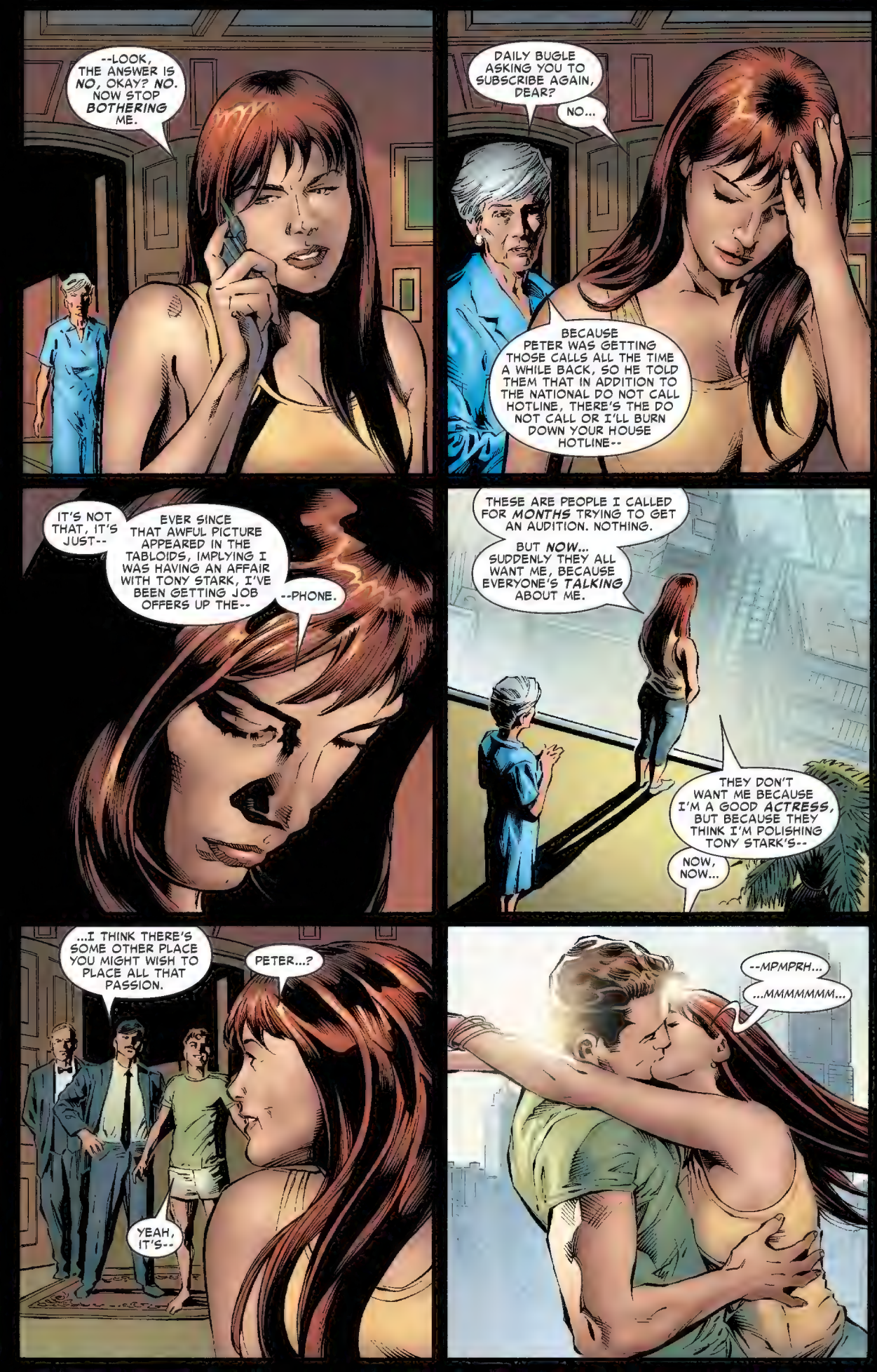
HAVE YOU HAD ANY OF THOSE SYMPTOMS, PETER?



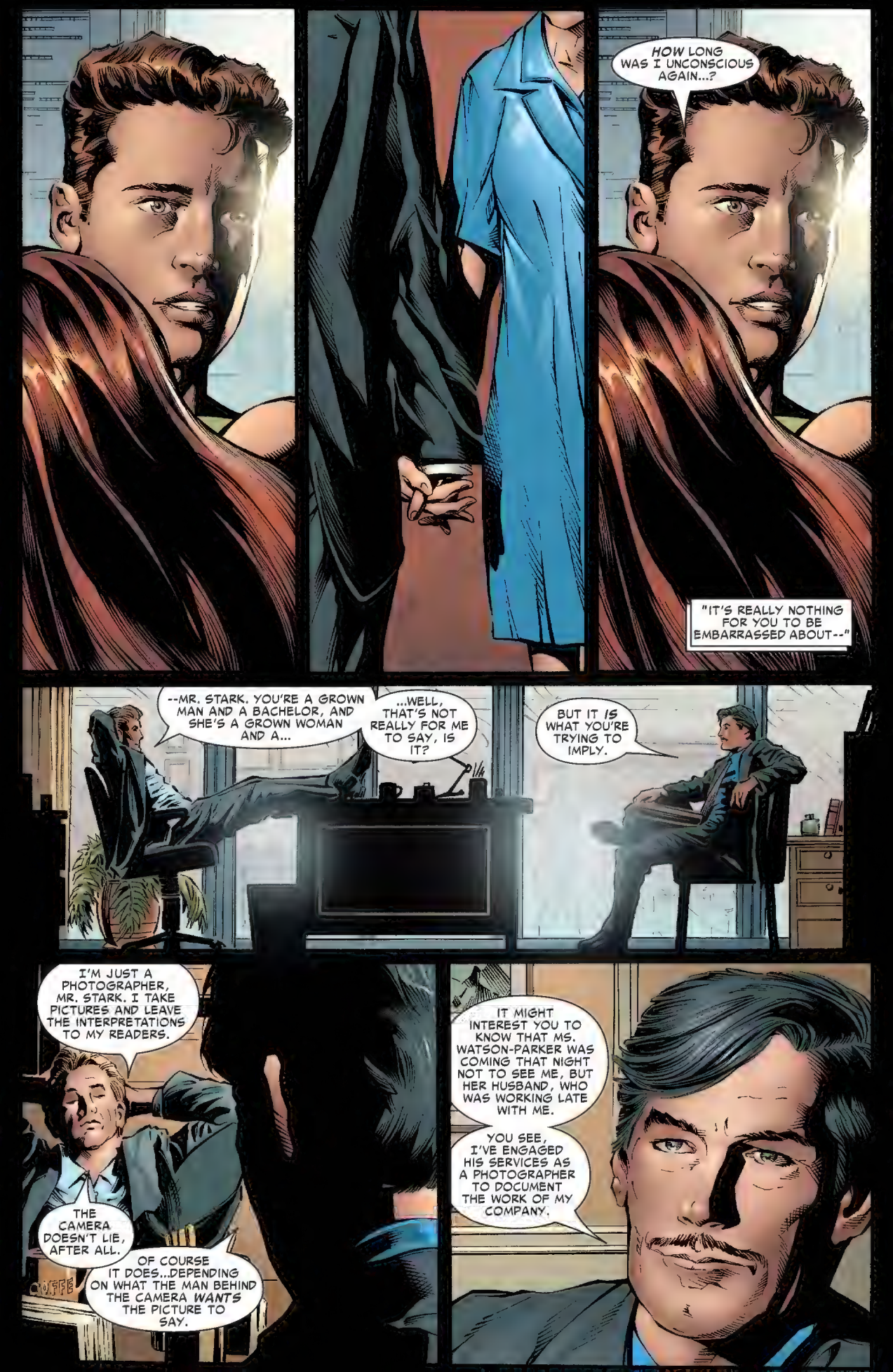
NO. I MEAN...I'VE *ALWAYS* BEEN KIND OF LOOPY, AND...
NO. I'M GOOD.
I'M GOOD.

SO WHAT HAPPENED TO HYDRA AFTER I SPLIT?
WELL, I WASN'T THERE FOR MOST OF IT, SINCE I WAS BUSY CHASING DOWN A CERTAIN YOUNG MAN WITH A SERIOUS DEATH WISH--
"--BUT ACCORDING TO STEVE, AS SOON AS THE ROCKET WENT *UP*, EVERYBODY GOT *OUT* AS FAST AS THEY COULD.
"AS THE EVACUATION STARTED, A SERIES OF EXPLOSIONS BEGAN TO RIP THROUGH THE HYDRA BASE. THEY DIDN'T WANT ANYONE GETTING THEIR HANDS ON ANY VITAL HYDRA RECORDS.
"THE UNDERGROUND BLASTS CAUSED SINKHOLES TO OPEN ALL OVER THE AREA, THREATENING THE LIVES OF CIVILIANS.

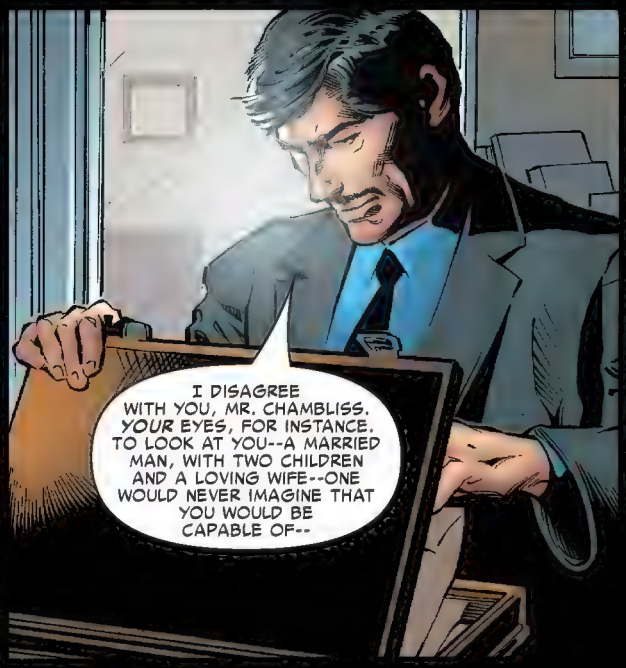
"SO THE OTHERS WERE DIVERTED ABOVEGROUND BY THE NEED TO INTERVENE, OR ELSE DOZENS WOULD HAVE BEEN KILLED."
BY THE TIME THEY GOT BACK INTO THE UNDERGROUND BASE... OR WHAT WAS LEFT OF IT... EVERYBODY HAD CLEARED OUT. THE HYDRA FORCES, OUR OPPOSITE NUMBERS, EVERYONE.
WHAT ABOUT THE SUPREME HYDRA, LASCOMBE?
NOT A TRACE.
"HE COULD BE ANYWHERE IN THE WORLD BY NOW."
WELCOME TO HEATHROW
BUT YOU CAN CATCH UP ON ALL THE DETAILS LATER, THE OTHERS WILL BE HAPPY TO FILL YOU IN.
THE HECK WITH THAT, THE ONLY PERSON I WANT TO SEE RIGHT NOW IS MJ.
WELL, IF YOU'RE GOING TO DO THAT, THEN YOU'D BETTER PUT SOME PANTS ON FIRST.
SAYS YOU.


--LOOK, THE ANSWER IS NO, OKAY? NO. NOW STOP BOTHERING ME.
DAILY BUGLE ASKING YOU TO SUBSCRIBE AGAIN, DEAR?
NO...
BECAUSE PETER WAS GETTING THOSE CALLS ALL THE TIME A WHILE BACK, SO HE TOLD THEM THAT IN ADDITION TO THE NATIONAL DO NOT CALL HOTLINE, THERE'S THE DO NOT CALL OR I'LL BURN DOWN YOUR HOUSE HOTLINE--
IT'S NOT THAT, IT'S JUST--
EVER SINCE THAT AWFUL PICTURE APPEARED IN THE TABLOIDS, IMPLYING I WAS HAVING AN AFFAIR WITH TONY STARK, I'VE BEEN GETTING JOB OFFERS UP THE--
--PHONE.
THESE ARE PEOPLE I CALLED FOR MONTHS TRYING TO GET AN AUDITION. NOTHING.
BUT NOW... SUDDENLY THEY ALL WANT ME, BECAUSE EVERYONE'S TALKING ABOUT ME.
THEY DON'T WANT ME BECAUSE I'M A GOOD ACTRESS, BUT BECAUSE THEY THINK I'M POLISHING TONY STARK'S--
NOW, NOW...
...I THINK THERE'S SOME OTHER PLACE YOU MIGHT WISH TO PLACE ALL THAT PASSION.
PETER...?
YEAH, IT'S--
--MPMPRH...
...MMMMMMM...

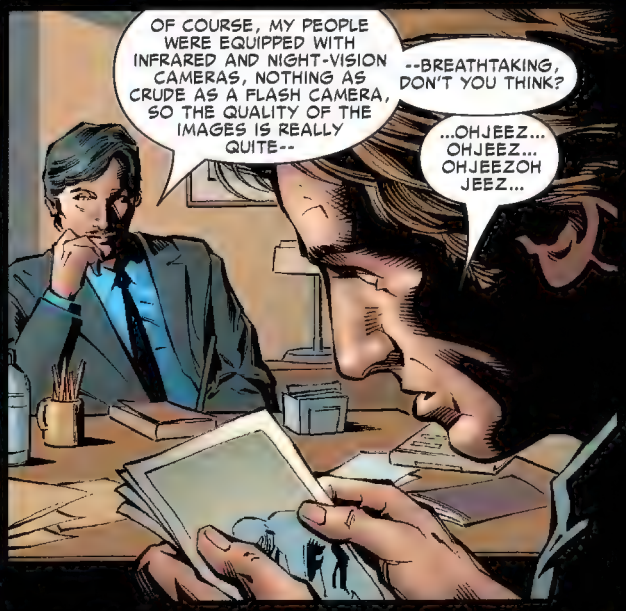
I WAS SO WORRIED--
I KNOW... BUT I'M OKAY NOW. YOU THINK I'D LET A LITTLE THING LIKE A SCUD ROCKET FULL OF ANTHRAX GET IN THE WAY OF A FACE LIKE YOURS?
YEAH... I SHOULD'VE KNOWN...
SILVERWARE... I WAS GOING TO SAY POLISHING YOUR SILVERWARE...I SWEAR--
DON'T WORRY ABOUT IT, MARY JANE.
BUT YOU REMIND ME THAT THERE'S ONE LAST LITTLE THREAD TO BE TAKEN CARE OF, SO I'LL GO AND ATTEND TO IT AND LEAVE YOU TO...
...POLISH HIS SILVERWARE.

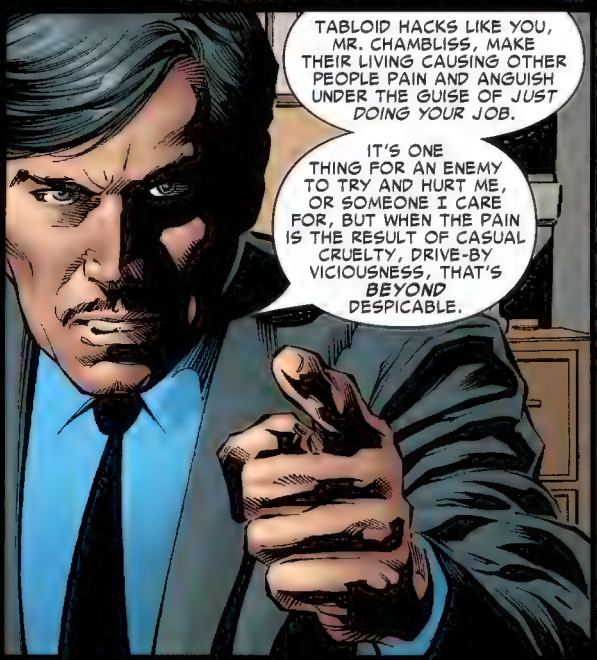

HOW LONG WAS I UNCONSCIOUS AGAIN...?
"IT'S REALLY NOTHING FOR YOU TO BE EMBARRASSED ABOUT--"
--MR. STARK. YOU'RE A GROWN MAN AND A BACHELOR, AND SHE'S A GROWN WOMAN AND A...
...WELL, THAT'S NOT REALLY FOR ME TO SAY, IS IT?
BUT IT IS WHAT YOU'RE TRYING TO IMPLY.
I'M JUST A PHOTOGRAPHER, MR. STARK. I TAKE PICTURES AND LEAVE THE INTERPRETATIONS TO MY READERS.
THE CAMERA DOESN'T LIE, AFTER ALL.
OF COURSE IT DOES...DEPENDING ON WHAT THE MAN BEHIND THE CAMERA WANTS THE PICTURE TO SAY.
IT MIGHT INTEREST YOU TO KNOW THAT MS. WATSON-PARKER WAS COMING THAT NIGHT NOT TO SEE ME, BUT HER HUSBAND, WHO WAS WORKING LATE WITH ME.
YOU SEE, I'VE ENGAGED HIS SERVICES AS A PHOTOGRAPHER TO DOCUMENT THE WORK OF MY COMPANY.

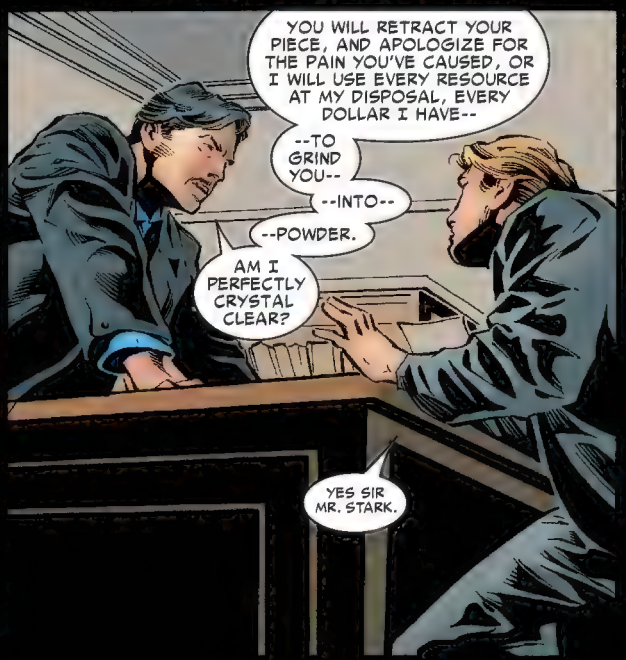
HE'S PERFECT FOR US SINCE HE HAS BOTH A MODEST SCIENTIFIC BACKGROUND AS WELL AS BEING A PHOTOGRAPHER. FAR LESS TO EXPLAIN THAT WAY.
UH-HUH.
ONE PROBLEM. I DON'T BUY IT. NOBODY LOOKS THAT GUILTY WITHOUT A REASON. EYES'LL GIVE YOU AWAY EVERY TIME.

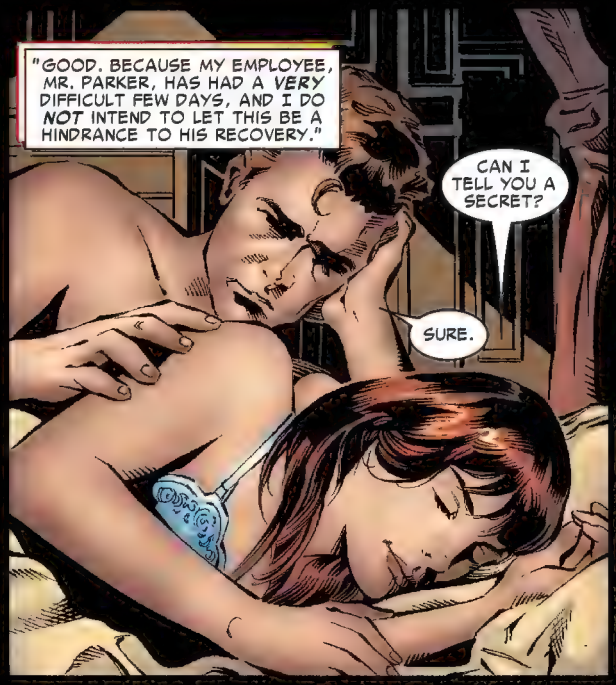

I DISAGREE WITH YOU, MR. CHAMBLISS. *YOUR* EYES, FOR INSTANCE. TO LOOK AT YOU--A MARRIED MAN, WITH TWO CHILDREN AND A LOVING WIFE--ONE WOULD NEVER IMAGINE THAT YOU WOULD BE CAPABLE OF--

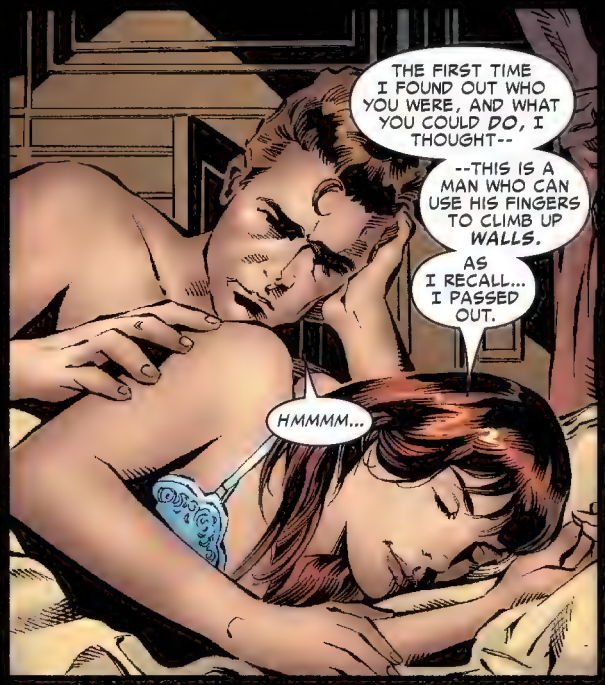
--WELL... THIS.
WHAT'S--
SINCE YOU THINK IT'S PERFECTLY FINE TO FOLLOW PEOPLE AROUND AND TAKE PICTURES OF THEM...I RETURNED THE FAVOR.


OF COURSE, MY PEOPLE WERE EQUIPPED WITH INFRARED AND NIGHT-VISION CAMERAS, NOTHING AS CRUDE AS A FLASH CAMERA, SO THE QUALITY OF THE IMAGES IS REALLY QUITE--
--BREATHTAKING, DON'T YOU THINK?
...OHJEEZ... OHJEEZ... OHJEEZOH JEEZ...


TABLOID HACKS LIKE YOU, MR. CHAMBLISS, MAKE THEIR LIVING CAUSING OTHER PEOPLE PAIN AND ANGUISH UNDER THE GUISE OF *JUST DOING YOUR JOB.*
IT'S ONE THING FOR AN ENEMY TO TRY AND HURT ME, OR SOMEONE I CARE FOR, BUT WHEN THE PAIN IS THE RESULT OF CASUAL CRUELTY, DRIVE-BY VICIOUSNESS, THAT'S *BEYOND* DESPICABLE.

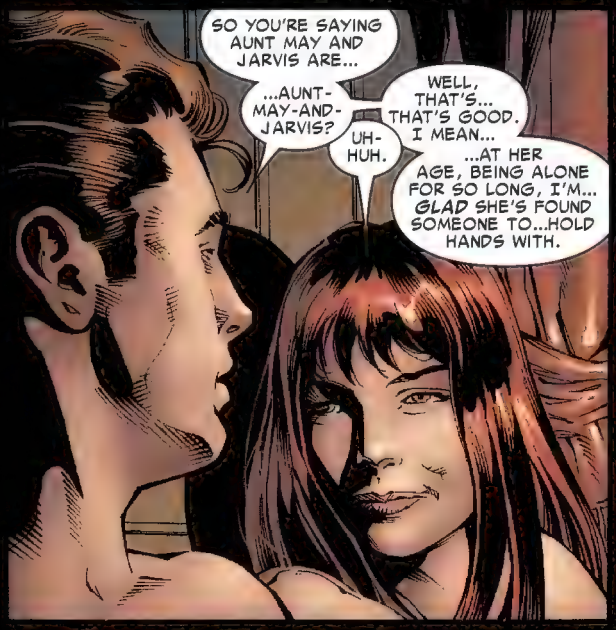

YOU WILL RETRACT YOUR PIECE, AND APOLOGIZE FOR THE PAIN YOU'VE CAUSED, OR I WILL USE EVERY RESOURCE AT MY DISPOSAL, EVERY DOLLAR I HAVE--
--TO GRIND YOU--
--INTO--
--POWDER.
AM I PERFECTLY CRYSTAL CLEAR?
YES SIR MR. STARK.

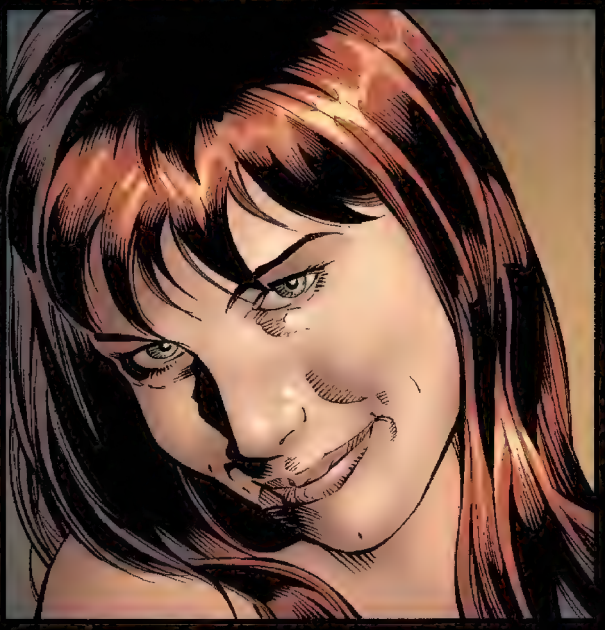

"GOOD. BECAUSE MY EMPLOYEE, MR. PARKER, HAS HAD A *VERY* DIFFICULT FEW DAYS, AND I DO *NOT* INTEND TO LET THIS BE A HINDRANCE TO HIS RECOVERY."
CAN I TELL YOU A SECRET?
SURE.

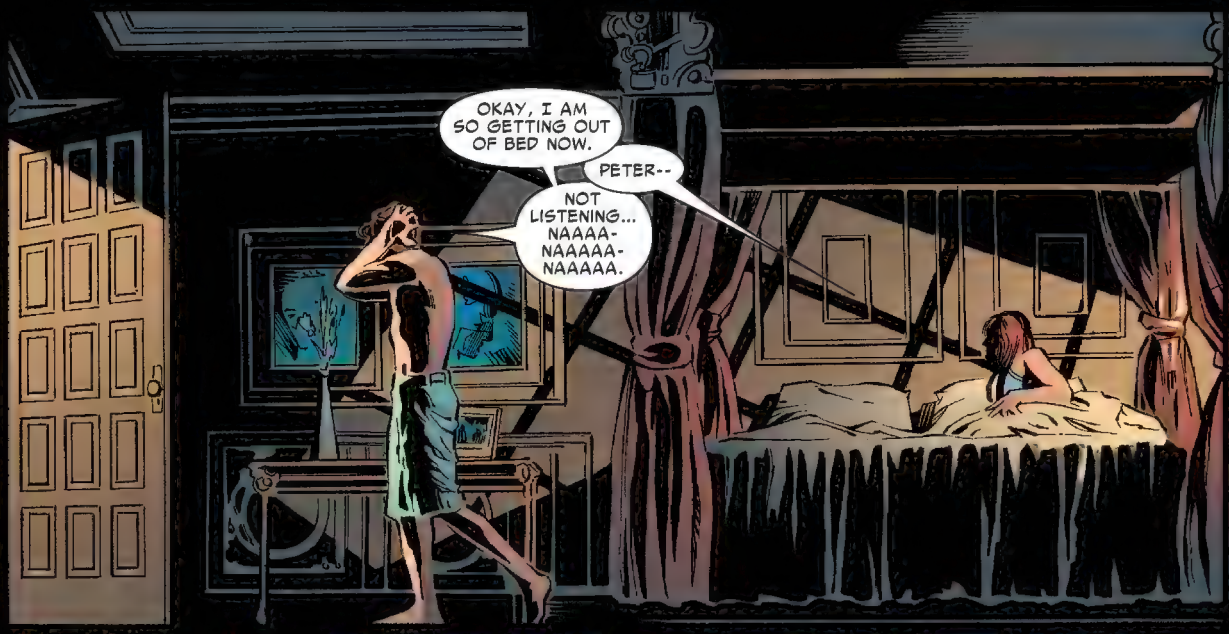

THE FIRST TIME I FOUND OUT WHO YOU WERE, AND WHAT YOU COULD *DO*, I THOUGHT--
--THIS IS A MAN WHO CAN USE HIS FINGERS TO CLIMB UP *WALLS*.
AS I RECALL... I PASSED OUT.
HMMMM...

PETER, AN ADMISSION LIKE THAT WOULD BRING ANY OTHER MAN TO HIS KNEES. SO HOW COME YOU'RE STILL A MILLION MILES AWAY?
IT'S NOTHING, I--
WHEN I CAME IN, I NOTICED THAT JARVIS AND AUNT MAY WERE...HOLDING HANDS.

WHY IS IT MEN ARE ALWAYS THE LAST ONES TO NOTICE?
IT STARTED THE DAY WE *GOT* HERE. THEN WHEN YOU WERE HURT, THEY BEGAN TO SPEND A LOT OF TIME TOGETHER, AND--
--WELL, THERE YOU ARE.


SO YOU'RE SAYING AUNT MAY AND JARVIS ARE...
...AUNT-MAY-AND-JARVIS?
UH-HUH.
WELL, THAT'S... THAT'S GOOD. I MEAN...
...AT HER AGE, BEING ALONE FOR SO LONG, I'M... *GLAD* SHE'S FOUND SOMEONE TO...HOLD HANDS WITH.



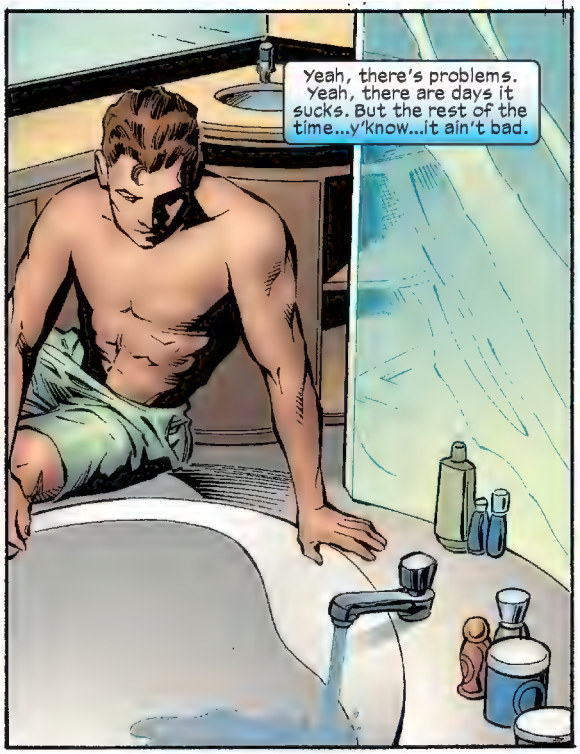

OKAY, I AM SO GETTING OUT OF BED NOW.
PETER--
NOT LISTENING... NAAAA-NAAAAA-NAAAAA.

YOU ARE FOURTEEN YEARS OLD, YOU KNOW THAT?
NOT LIS-SSSSSSSSSS-STENING.

THEN YOU WON'T HEAR ME WHEN I SUGGEST THAT THE SPA TUB IS GREAT FOR YOUR BACK, AND GIVEN EVERYTHING YOU'VE BEEN THROUGH LATELY--
NOW THAT'S A GOOD--
AUNT-MAY-AND-JARVIS!
NOT LISTENING!

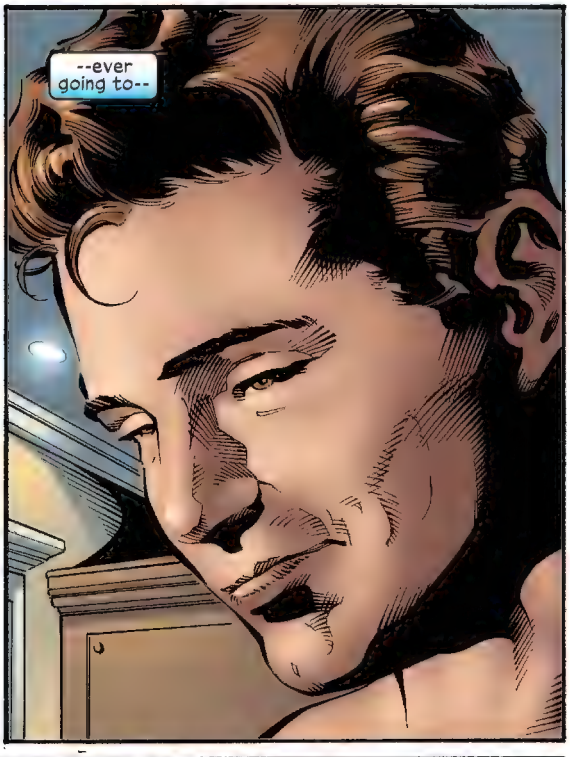
HA-HA!
I LOVE YOU, PETER!
I'M GOING TO SLEEP...SOAK AS LONG AS YOU LIKE.
OKAY, THAT I HEARD... ME AND HALF THE NEIGHBORHOOD...
OKALEE DOKALEE...

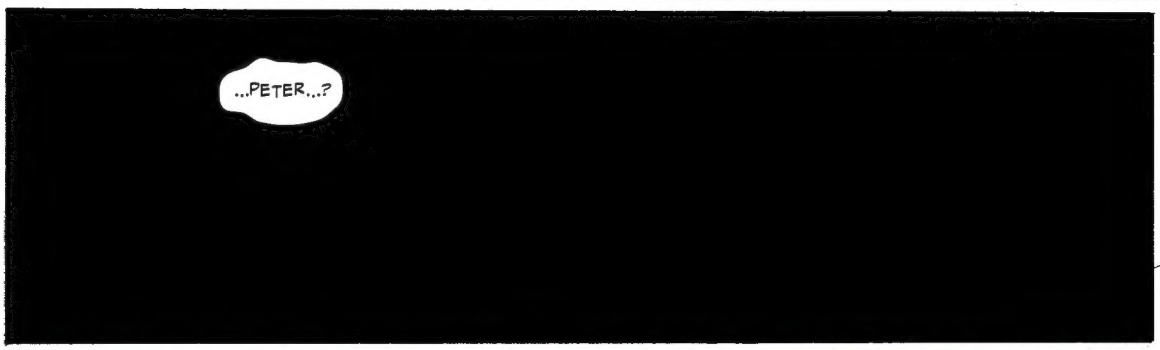
After discovering that I'm actually still alive... the best part is realizing just how good my life is.

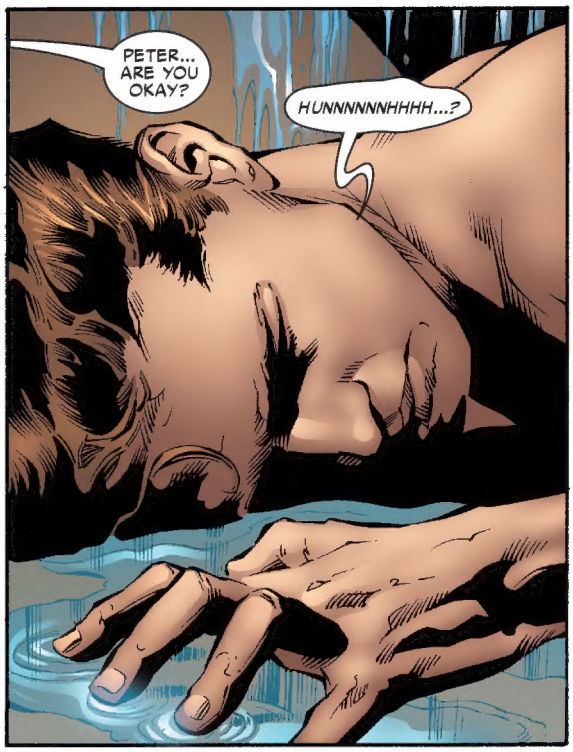

Yeah, there's problems. Yeah, there are days it sucks. But the rest of the time...y'know...it ain't bad.

I can do what I have to do out there, knowing that MJ and May have some of the baddest bodyguards on the planet... folks I can talk to about the job and learn from, who actually RESPECT me.

This is as good as it's ever going to--


--ever going to--


...PETER...?


PETER... ARE YOU OKAY?
HUNNNNNNHHHH...?

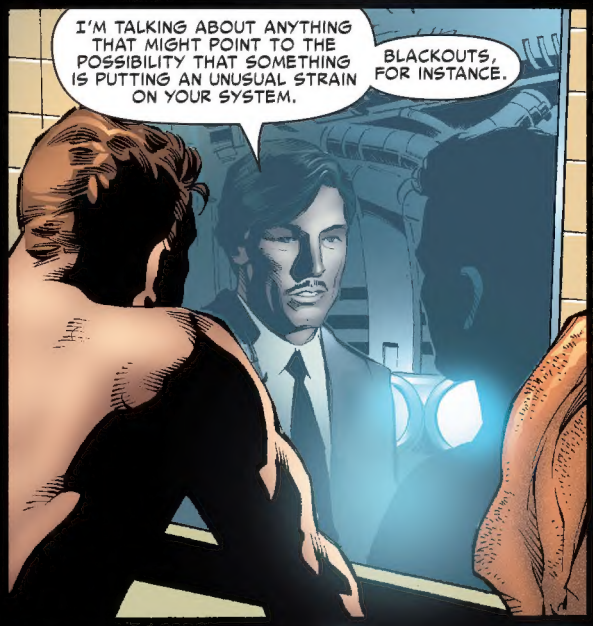
I WOKE UP AND LOOKED AT THE CLOCK...IT'S BEEN AN HOUR. YOU'RE GOING TO PRUNE IN THERE.
HOUR... RIGHT... RIGHT...
...OH CRAP--

WHAT'S WRONG?
I... UH...

...I FELL ASLEEP IN THE TUB. I'M AFRAID SOME OF THE WATER RAN OUT.
SHOULD I CALL SOMEONE, OR--
NO!
I MEAN... NO...I'VE GOT IT. JUST...GOTTA GET THE TOWELS TO SOAK IT UP, THAT'S ALL. GO ON BACK TO SLEEP.
OKAY.

Okay. So...I fell asleep sitting there. That's all.
I fell asleep.
And fell on the floor and never felt it for an hour.

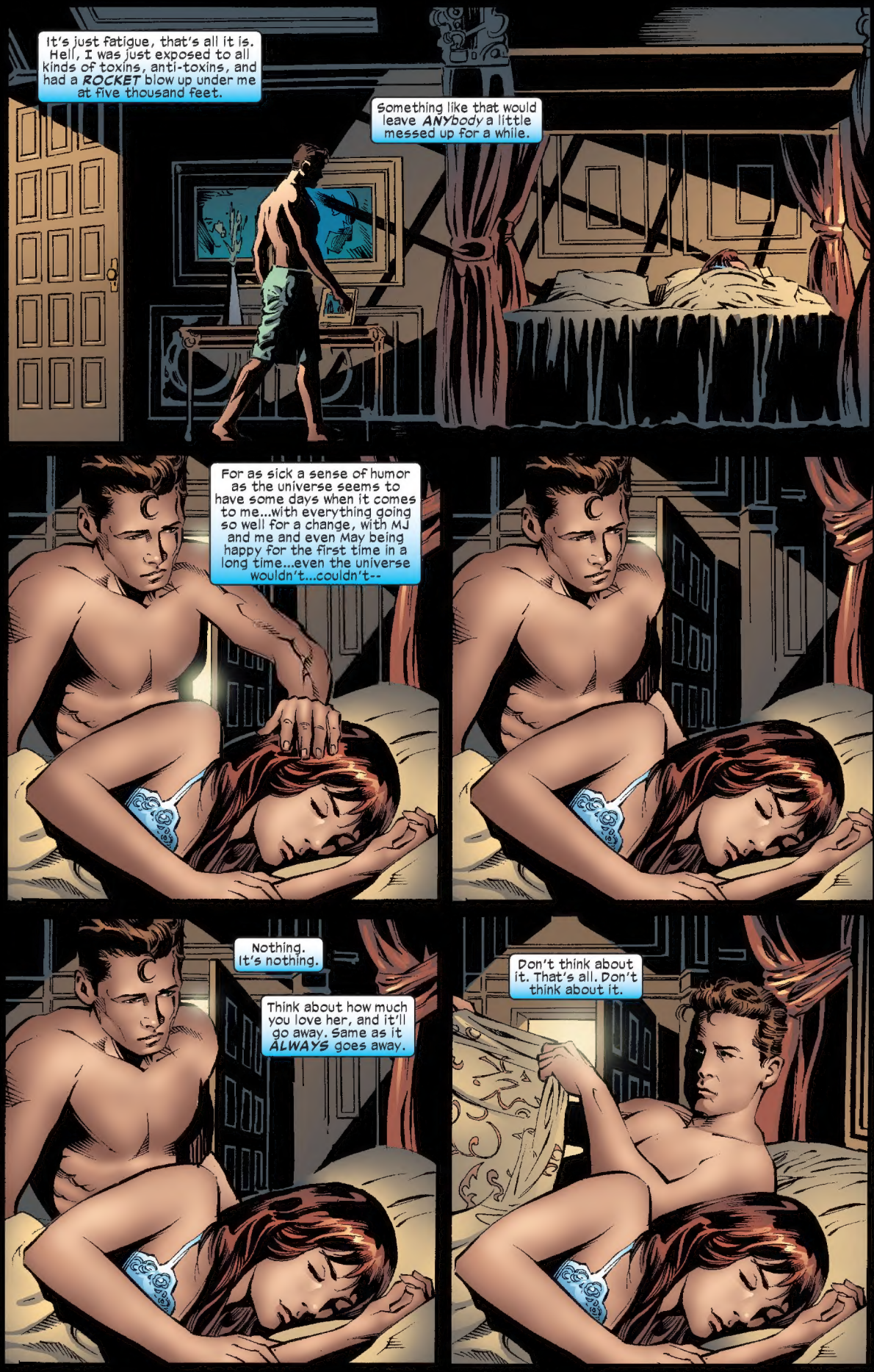
Stop it. You're ALL RIGHT.
It's NOTHING.


I'M TALKING ABOUT ANYTHING THAT MIGHT POINT TO THE POSSIBILITY THAT SOMETHING IS PUTTING AN UNUSUAL STRAIN ON YOUR SYSTEM.
BLACKOUTS, FOR INSTANCE.

"HAVE YOU FOUND YOURSELF BLACKING OUT LATELY?

"HAVE YOU?"

NO.
I.
HAVEN'T.


It's just fatigue, that's all it is. Hell, I was just exposed to all kinds of toxins, anti-toxins, and had a ROCKET blow up under me at five thousand feet.
Something like that would leave ANYbody a little messed up for a while.
For as sick a sense of humor as the universe seems to have some days when it comes to me...with everything going so well for a change, with MJ and me and even May being happy for the first time in a long time...even the universe wouldn't...couldn't--
Nothing. It's nothing.
Think about how much you love her, and it'll go away. Same as it ALWAYS goes away.
Don't think about it. That's all. Don't think about it.

Don't think about it...
TO BE CONTINUED IN...THE OTHER!